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HCMP 2168/2015

IN THE HIGH COURT OF THE  
HONG KONG SPECIAL ADMINISTRATIVE REGION  
COURT OF FIRST INSTANCE  
MISCELLANEOUS PROCEEDINGS NO. 2168 OF 2015

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IN THE MATTER OF

**POWER ASSETS HOLDINGS LIMITED**  
**電能實業有限公司**

AND

IN THE MATTER OF  
The Companies Ordinance  
Chapter 622 of the Laws of Hong Kong

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**NOTICE OF COURT MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an Order dated 15 October 2015 made in the above matter, the Court has directed that a meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement referred to below) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between Power Assets Holdings Limited 電能實業有限公司 (the “**Company**”) and the Scheme Shareholders (the “**Meeting**”) and that the Meeting will be held at the Grand Ballroom, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Hung Hom, Kowloon, Hong Kong on Tuesday, 24 November 2015 at <sup>(see Note)</sup> 2:00 p.m..

A copy of the Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to section 671 of the Companies Ordinance are incorporated in the document dated 20 October 2015 (the “**Scheme Document**”) and sent to the shareholders of the Company, of which this Notice forms part.

Scheme Shareholders (other than those who are precluded from voting as detailed in the Scheme of Arrangement) may vote in person at the Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the Scheme Document.

It is requested that forms appointing proxies be lodged at the Company's registered office at Rooms 1913-1914, 19th Floor, Hutchison House, 10 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the Meeting, but forms not so lodged may also be handed to the Chairman of the Meeting at the Meeting.

Where there are joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled to do so; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.

By the same Order, the Court has appointed Mr. Fok Kin Ning, Canning or, failing him, Mr. Li Tzar Kuoi, Victor or, failing him, Mr. Andrew John Hunter, all being directors of the Company, to act as Chairman of the Meeting and has directed the Chairman to report the result of it to the Court.

The Scheme of Arrangement will be subject to the subsequent approval of the Court.

Dated this 20th day of October 2015.

**WOO KWAN LEE & LO**

Solicitors

26th Floor, Jardine House

1 Connaught Place, Central

Hong Kong

Solicitors to

**POWER ASSETS HOLDINGS LIMITED**

*Note:*

If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on Tuesday, 24 November 2015, the Meeting will be postponed and by virtue of this notice, the Meeting will be held instead on Wednesday, 25 November 2015 at 2:00 p.m., or at a time on an alternative day to be announced that falls within seven Business Days of the original date scheduled for the Meeting in the event that a tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force at 9:00 a.m. on Wednesday, 25 November 2015. Scheme Shareholders may call the hotline at +852 2122 9122 during business hours from 9:00 a.m. to 5:00 p.m. on Monday to Friday, excluding public holidays or visit the website of the Company at [www.powerassets.com](http://www.powerassets.com) for details of alternative meeting arrangements. The Meeting will be held as scheduled even when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force.

Scheme Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

*As at the date of this document, the directors of the Company are:*

*Executive directors : Mr. FOK Kin Ning, Canning (Chairman), Mr. TSAI Chao Chung, Charles (Chief Executive Officer), Mr. CHAN Loi Shun, Mr. Andrew John HUNTER, Mr. Neil Douglas MCGEE and Mr. WAN Chi Tin*

*Non-executive directors : Mr. LI Tzar Kuoi, Victor and Mr. Frank John SIXT*

*Independent non-executive directors : Mr. IP Yuk-keung, Albert, Mr. Ralph Raymond SHEA, Mr. WONG Chung Hin and Mr. WU Ting Yuk, Anthony*